

# ASSIGNMENT OF INSTRUMENTS, DEBTS AND RIGHTS

FOR VALUE RECEIVED, CONVENIENCE STORE FINANCE COMPANY, LLC, a Delaware limited liability company ("Assignor"), does hereby irrevocably contribute, transfer, grant, bargain, sell, convey and assign to WELLS FARGO BANK, MINNESOTA, N.A., formerly known as NORWEST Bank Minnesota, National Association, as Indenture Trustee on behalf of the holders of the Franchise Loan Trust, 1998-I, Franchise Loan Notes, Series 1998-I, having an office at 11000 Broken Land Parkway, Columbia, Maryland 21004-3562, ("Assignee") its successors and assigns, absolutely and not as collateral security, all of its right, title and interest in and to those certain instruments described in Exhibit "A" hereto, together with the debt secured thereby, and all its right, title and interest in and to the property therein described (collectively, the "Assigned Instruments, Debts and Rights"), and further,

Assignor warrants to Assignee that: Assignor has full right, title, power and authority to transfer the Assigned Instruments, Debts and Rights; Assignor has executed no release, discharge, satisfaction or cancellation of the Assigned Instruments, Debts and Rights; Assignor has executed no release of any portion of the security described in the Assigned Instruments, Debts and Rights; and Assignor has executed no document of any kind affecting the Assigned Instruments, Debts and Rights, the security given for the notes described therein or the liability of the maker of said notes.

IN WITNESS WHEREOF, this assignment has been duly executed as of October 9, 2001, to be effective as of October 9, 2001

(Seal)

CONVENIENCE STORE FINANCE  
COMPANY, LLC

Attest: Roman Maria

By: [Signature]

Witness: Roman Maria

Name: EDMUND E. TAYLOR  
Title: VICE PRESIDENT

STATE MS.-DESOTO CO. ne

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BK 1410PG0580

(Seal)

WELLS FARGO BANK, MINNESOTA, N.A.  
as Indenture Trustee

Attest: \_\_\_\_\_

By: \_\_\_\_\_

Witness: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ACKNOWLEDGEMENTS

STATE OF NEW YORK

COUNTY OF NEW YORK

On this the 9th day of October, 2001, before me, a Notary Public, personally appeared Edmond Taylor, acknowledged to be the Vice President of CONVENIENCE STORE FINANCE COMPANY, LLC, a Delaware limited liability company, and that as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company.

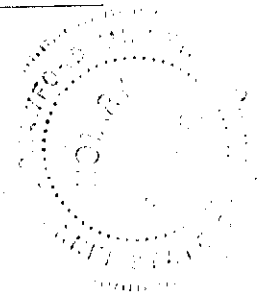
IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Linnell Crawford Miller  
Notary Public

My Commission Expires:

7/28/2005

**LINNELL CRAWFORD MILLER**  
Notary Public, State of New York  
No. 01CR5082378  
Qualified in Nassau County  
Commission Expires 7/28/2005



STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

On this the \_\_\_\_\_ day of \_\_\_\_\_, 2001, before me, a Notary Public, personally appeared \_\_\_\_\_, acknowledged to be the \_\_\_\_\_ of WELLS FARGO BANK, MINNESOTA, N.A., formerly known as NORWEST Bank Minnesota, N.A., as Indenture Trustee on behalf of the holders of the Franchise Loan Trust 1998-I, Franchise Loan Notes, Series 1998-I, and that as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_

**EXHIBIT A  
TO  
ASSIGNMENT OF INSTRUMENTS, DEBTS AND RIGHTS  
BETWEEN  
CONVENIENCE STORE FINANCE COMPANY, LLC  
AND  
WELLS FARGO BANK, MINNESOTA, N.A.**

1. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 101), filed for record in the Office of the Circuit Clerk of Craighead County, Arkansas, in Mortgage Book 724, Pages 609-631, on June 25, 1998, and secured upon that certain property located in Craighead County, Arkansas, legally described as:

That part of Lots 1, 2, 3, 4, 5 and 6, all in Block 5 of R. L. Hayes Subdivision to the town of Bono, Craighead County, Arkansas, being more particularly described as follows:

Beginning at the Southwest corner of said Lot 1, thence N 65 degrees 52' 26" East 107.25 feet to the West right-of-way line of U.S. Highway #63; thence N 23 degrees 32' 18" W 122.62 feet along said right-of-way; thence leaving said right-of-way S 70 degrees 00' 39" W 104.72 feet to a point on the West line of said Lot 6; thence S 22 degrees 18' 00" E 132.06 feet to the point of beginning and containing 0.31 acres, more or less, and subject to any and all easements and/or right-of-ways of record.

2. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 102), filed for record in the Office of the Circuit Clerk of Craighead County, Arkansas, in Mortgage Book 93, Pages 1547-1569 on June 24, 1998, and secured upon that certain property located in Craighead County, Arkansas, legally described as:

A part of the Southeast Quarter of the Southwest Quarter of Section 19, Township 14 North, Range 6 East, Craighead County, Arkansas, more particularly described as follows: Commencing at the Southwest Corner of said Section 19, then North 00 degrees 49' 00" East along the East line thereof 60.00 feet to a point on the Northerly right-of-way line of Arkansas State Highway #18; thence North 89 degrees 03' 28" West along said right-of-way line 20.00 feet to a point on the West right-of-way line of Burnt Hill Road and the point of beginning; thence continue along the North right-of-way line of Arkansas State Highway 18; North 86 degrees 03' 28" West 225.00 feet; thence leaving said right-of-way North 00 degrees 49' 00" East 150.00 feet; thence South 86 degrees 03' 28" East 225.00 feet to a point on the West right-of-way line of Burnt Hill Road; thence along said right-of-way South 00 degrees 49' 00" West 150.00 feet to the point

of beginning and subject to all easements and right-of-ways of record.

3. That certain Leasehold Deed of Trust and Absolute Assignment of Leases and Rents and Fixture Filing from Griffin Express, L.L.C., as Trustor, to Gerald D. Weidner, as Trustee, for the benefit of Convenience Store Finance Company, LLC, as Beneficiary, dated June 1, 1998 (Store No. 103), filed for record in the Office of the Recorder of Deeds of Pemiscot County, Missouri, in Book 566, Pages 163-188, on June 19, 1998, and secured upon that certain property located in Pemiscot County, Missouri, legally described as:

Beginning at the Southwest Corner of Section 35, Township 19 North, of Range 12 East; thence, South along the West line of Section 2, Township 18 North, Range 12 East, 42.1 feet to an intersection with the Northeast boundary line of State Highway No. 84; thence in a southeasterly direction along said Highway boundary line 285.67 feet to a highway right of way marker; thence North parallel to the West line of Section 2, Township 18 North, Range 12 East, 180.1 feet to the South line of Section 35, to Township 19 North, Range 12 East; thence East along the Township line 50 feet; thence North parallel to the West line of Section 35, Township 19 North, Range 12 East, 650 feet; thence West parallel to Township line 300 feet to the West line of Section 35, Township 19 North, Range 12 East; thence South along said West line of said Section 35, 650 feet to the point of beginning, being a tract lying North of State Highway No. 84 in the Northwest Quarter of the Northwest Quarter (NW1/4 NW1/4) of Section Numbered Two (2), in Township Numbered Eighteen (18) North, of Range Numbered Twelve (12) East and in the Southwest Quarter of the Southwest Quarter (SW1/4 SW1/4) of Section Numbered Thirty-five (35), Township Numbered Nineteen (19) North, of Range Numbered Twelve (12) East of the Fifth Principal Meridian, Pemiscot County, Missouri.

4. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 104), filed for record in the Office of the Circuit Clerk of Craighead County, Arkansas, in Mortgage Book 724, Pages 632-654, on June 25, 1998, and secured upon that certain property located in Craighead County, Arkansas, legally described as:

That part of Lot 2 of E. O. Cherry's Subdivision of a part of Lot 1 of Block "R" of Elder's Third Addition to the Town of Bay, Arkansas, described as follows:

Beginning at the intersection of the South right of way line of State Highway 158 with the East right of way line of U. S. Highway 63, run thence North 48 degrees 16' 00" East along said right of way line of State Highway 158 a distance of 133.90 feet, thence South 44 degrees 10' 00" East 214.30 feet to the south line of said Lot 2; thence south 52 degrees 49' 00" West 193.40 feet to a point on the east right of way line of U.S. Highway 63; thence North 27 degrees 39' 00" West along said East right of way line of U.S. Highway 63 a distance of 209.90 feet to the point of beginning, containing 0.778 acres, more or less, and subject to all

easements and rights of way of record.

5. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 105) , filed for record in the Office of the Circuit Clerk of Poinsett County, Arkansas, as Instrument No. 98-2474 on June 24, 1998, and secured upon that certain property located in Poinsett County, Arkansas, legally described as:

A part of the Southeast Quarter of the Southeast Quarter of Section 24, Township 11 North, Range 1 East, Poinsett County, Arkansas, and being more particularly described as follows: Lots 12, 13, 14, 15, 16, and 17 in Block 11 of the Original Survey of the Town of Waldenburg, Poinsett County, Arkansas and containing 0.45 acres, more or less, and subject to any easements and or rights-of-way of record.

6. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 106) , filed for record in the Office of the Circuit Clerk of Craighead County, Arkansas, in Mortgage Book 724, Pages 701-723, on June 25, 1998, and secured upon that certain property located in Craighead County, Arkansas, legally described as:

Lot 1-A of Tract "C" of Clark's First Subdivision located in the North Half of the Southeast Quarter of Section 33, Township 14 North, Range 4 East, Craighead County, Arkansas, as shown by Plat in Plat Cabinet "B" page 82 and being more particularly described as follows: Beginning at the Northwest corner of said Lot 1A at a found pipe; thence North 88 degrees 18' 00" East 311.24 feet to a found iron pin; thence South 01 degrees 50' 00" East 208.00 feet; thence South 88 degrees 17' 17" West 318.78 feet to a found pipe; thence North 00 degrees 14' 38" East 208.18 feet to the point of beginning, and subject to any and all easements and/or rights of way of record.

7. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 107) , filed for record in the Office of the Clerk of the Circuit Court and Ex-Officio Recorder of Lawrence County, Arkansas, in Book Vol. 85, Pages 298-320, on June 25, 1998, and secured upon that certain property located in Lawrence County, Arkansas, legally described as:

A part of the NW¼ of the NW¼ of Section 20, Township 17 North, Range 1 West, City of Black Rock, Lawrence County, Arkansas, being more particularly described as follows:

Beginning at a point on the South right of way of Arkansas Highway 117, being 40.14 feet South of the centerline of the highway, and a point being 675 feet East of the West line of said Section 20; thence S00°40'00" W 163.60 feet to the North right of way line of U.S. Highway 63; thence N 64°28'00" W, 408.79 feet to the

right of way intersection of Arkansas Highway 117 and U.S. Highway 63; thence S 88°03'06" E 370.98 feet to the point of beginning, containing 0.69 acres, more or less, and subject to all rights-of-way and utility easements of record.

8. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 109) , filed for record in the Office of the Circuit Clerk of Craighead County, Arkansas, in Mortgage Book 724, Pages 724-747, on June 25, 1998, and secured upon that certain property located in Craighead County, Arkansas, legally described as:

That part of Lot 1 of Thorn's Addition to the City of Jonesboro (formerly Town of Nettleton), Craighead County, Arkansas, more particularly described as follows: Beginning at a found iron pin at the Southwest corner of said Lot 1; thence North 00 degrees 27' 00" East 178.41 feet to a found iron pin on the South right of way line of State Highway #18; thence East, along said South right of way line, 172.90 feet; thence South 59 degrees 41' 57" East along said South right of way line and the extension thereof, 31.25 feet to the West right of way line of Nettleton Street; thence South 00 degrees 27' 00" West, along said right of way line, 163.40 feet to the Southeast corner of said Lot 1; thence North 89 degrees 47' 00" West, along the South line of said Lot 1, 200.00 feet to the point of beginning and subject to any and all easements and/or rights of ways of record.

9. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 110) , filed for record in the Office of the Circuit Clerk of Craighead County, Arkansas, in Mortgage Book 724, Pages 655-677, on June 25, 1998, and secured upon that certain property located in Craighead County, Arkansas, legally described as:

A part of the East half of the Southwest Quarter of Section 2, Township 13 North, Range 3 East, Craighead County, Arkansas, being more particularly described as follows: All of Lot 4 and a part of Lot 3 of Block "A", Benton's Subdivision Extended, City of Jonesboro, Arkansas, Beginning at the Southwest corner of said Lot 3, also being a point on the North right of way line of State Highway #49; thence Northeasterly along a curve to the left, following said right of way, having a radius of 2040.21 feet and an arc length of 196.20 feet; thence leaving said right of way North 42 degrees 07' 19" West 151.66 feet; thence along a curve to the right having a radius of 1890.21 feet and an arc length of 150.0 feet; thence South 24 degrees 32' 50" East 150.38 feet to the point of beginning, and subject to any and all easements and/or right of ways of record as shown by Plat in Deed Record 179 at Page 16, subject to Bill of Assurance in Deed Record 178 at Page 426.

10. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 111) , filed for record in the Office of the Circuit Clerk and Recorder of Poinsett County,

Arkansas, as Instrument No. 98-2475 on June 24, 1998, and secured upon that certain property located in Poinsett County, Arkansas, legally described as:

Part of the Northwest Quarter of the Northwest Quarter of Section 21, Township 10 North, Range 7 East, Poinsett County, Arkansas, being more particularly described as follows: Commencing at the Northwest corner of said Section 21; thence North 86 degrees 19' 00" East 39.32 feet to the East line of Arkansas State Highway #118, which is the point of beginning; thence continue North 86 degrees 19' 00" East 361.74 feet; thence South 03 degrees 41' 00" East 322.77 feet to a point on the North right-of-way line of U. S. Highway #63; thence along said right-of-way North 74 degrees 58' 00" West 379.65 feet to the intersection of the North right-of-way line of U.S. Highway #63 and the East right-of-way line of Arkansas State Highway #118; thence along said right-of-way line of Arkansas State Highway #118 North 04 degrees 18' 00" West 200.95 feet to the point of beginning, LESS AND EXCEPT THE FOLLOWING TRACT: Part of the Northwest Quarter of the Northwest Quarter of Section 21, Township 10 North, Range 7 East Poinsett County, Arkansas, being more particularly described as follows; Commencing at the Northwest corner of said Section 21; thence South 04 degrees 18' 00" East along the West line thereof 138.58 feet; thence North 86 degrees 19' 00" East 39.32 feet to a point on the existing easterly right-of-way line of Arkansas State Highway #118 for the point of beginning, said point being also on the proposed northeasterly right-of-way line of the existing junction U.S. Highway #63 and Arkansas State Highway #118; thence South 37 degrees 41' 00" East along said proposed right-of-way line 95.49 feet to a point on the existing northerly right-of-way line of U.S. Highway #63; thence North 74 degrees 58' 00" West along said existing right-of-way line of U.S. Highway #63 a distance of 55.68 feet to a point on the existing easterly right-of-way line of Arkansas State Highway #118; thence along said existing right-of-way line of Arkansas State Highway #118, North 04 degrees 18' 00" West 60.55 feet to the point of beginning, and subject to any and all easements and/or rights-of-way of record.

11. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, L.L.C, as Mortgagee, dated June 1, 1998 (Store No. 112) , filed for record in the Office of the Circuit Clerk of Craighead County, Arkansas, in Mortgage Book 724, Pages 748-771, on June 25, 1998, and secured upon that certain property located in Craighead County, Arkansas, legally described as:

A part of the Southeast Quarter of the Southwest Quarter, and a part of the Southwest Quarter of the Southeast Quarter, all in Section 25, Township 14 North, Range 3 East, City of Jonesboro, Craighead County, Arkansas, more particularly described as follows: Beginning at the South Quarter corner of said Section 25; thence South 87 degrees 59' 00" West 114.30 feet; thence North 30 degrees 00' 00" West 55.0 feet; thence North 56 degrees 11' 00" East 244.90 feet to the West right of way of Parker Road; thence South 44 degrees 09' 28" East 11.79 feet; thence South 49 degrees 25' 00" East 110.57 feet to the West right of way of Highway 49; thence South 03 degrees 44' 00" West 61.61 feet; thence South 10 degrees 16' 03" West 33.28 feet; thence South 87 degrees 53'

West 144.08 feet to the point of beginning, subject to all rights of way and easements of record.

12. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 113), filed for record in the Office of the Circuit Clerk and Recorder of Poinsett County, Arkansas, as Instrument No. 98-2473, on June 24, 1998, and secured upon that certain property located in Poinsett County, Arkansas, legally described as:

A part of the West half of the Northwest Quarter of Section 15, Township 12 North, Range 5 East, Poinsett County, Arkansas and being more particularly described as follows:

Commencing at the Northeast corner of said tract; thence South 40.00 feet along East line of said tract to a point on the South right-of-way line of State Highway #69; thence S88°09'40"W 77.03 feet to the point of beginning; thence S00°00'00"W 208.13 feet; thence along a curve to the right having a radius of 200.00 feet and an arc length of 146.61 feet; thence S42°00'00"W 101.86 feet; to the South line of said property; thence S88°38'23"W 266.55 feet to a point on the East right-of-way line of U.S. Highway #63; thence along said right-of-way N18°50'28"E 192.98 feet to a right-of-way marker; thence N00°18'48" 199.59 feet to a right-of-way marker; thence N53°14'48"E 54.70 feet to a right-of-way marker on the South right-of-way line of State Highway #69; thence along said right-of-way line N88°11'42"E 359.41 feet to the point of beginning and containing 2.995 acres, more or less, and subject to the following described roadway easement:

Commencing at the Northeast corner of said tract; thence South 40.00 feet along East line of said tract to a point on the South right-of-way line of State Highway #69. The Point of Beginning; thence along said East line South 373.07 feet; thence leaving said East line S88°11'40"W 60.00 feet; thence North 337.07 feet to the South right-of-way line of State Highway #69; thence along said right-of-way N88°11'42"E 60.00 feet to the point of beginning and containing 0.51 acres, more or less, in said easement.

13. That certain Leasehold Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 114), filed for record in the Office of the Recorder of Mississippi County, Arkansas, in Book T-13, Page 843, on June 26, 1998, and secured upon Mortgagor's leasehold interest in that certain property located in Mississippi County, Arkansas, legally described as:

A part of the East Half of the East Two Thirds of the East Half of the Northwest Quarter (E½, E , E½, NW¼) of Section 13, Township 15 North, Range 11 East of the 5th Principal Meridian in Mississippi County, Arkansas, more particularly described as follows:

From the Northeast corner of the Northwest Quarter of said Section 13, thence South along the East line of the Northwest Quarter of said Section 13 to a point

on the southerly right-of-way of Arkansas Highway 18, the point of beginning;

Continue thence South 500.00 feet along the East line of the Northwest Quarter of said Section 13 to a point, thence West some 440 feet, more or less, along a line parallel to the North line of the Northwest Quarter of said Section 13 to a point on the West line of the East Half of the East Two Thirds of the East Half of the Northwest Quarter of said Section 13, thence North some 500 feet, more or less to a point on the southerly right-of-way line of Arkansas Highway 18, thence East some 440 feet, more or less, along said right-of-way to the point of beginning, containing some 5.05 acres, more or less.

14. That certain Future Advance Deed of Trust and Absolute Assignment of Leases and Rents and Fixture Filing from Griffin Express, L.L.C., as Trustor, to Gerald D. Weidner, as Trustee, for the benefit of Convenience Store Finance Company, LLC, as Beneficiary, dated June 1, 1998 (Store No. 115), filed for record in the Office of the Land Records of Dunklin County, Missouri, in Book 353, Pages 967-989, on June 17, 1998, and secured upon that certain property located in Dunklin County, Missouri, legally described as:

All of Lots Numbered Four (4), Five (5), and Six (6), in Block Numbered Seven (7), Watson's First Subdivision to the City of Kennett, Dunklin County, Missouri.

15. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 116), filed for record in the Office of the Circuit Clerk of Craighead County, Arkansas, in Mortgage Book 724, Pages 678-700, on June 25, 1998, and secured upon that certain property located in Craighead County, Arkansas, legally described as:

A part of Lot 1 of Ed Stallings Addition to the City of Jonesboro, Arkansas, located in the Northeast Quarter of the Northwest Quarter of Section 28, Township 14 North, Range 4 East, as shown by Plat recorded in Deed Record 158 Page 42, being more particularly described as follows: Beginning at the Northeast corner of the Northeast Quarter of the Northwest Quarter of Section 28, Township 14 North, Range 4 East; thence North 90 degrees 00' 00" West 40.72 feet; thence South 00 degrees 00' 00" West 50.65 feet to the intersection of the South right of way line of Arkansas State Highway 18 and the West right of way line of Arkansas State Highway 1 and the point of beginning proper; thence along said right of way line of Arkansas State Highway 1, South 00 degrees 40' 30" West 140.40 feet; thence leaving said right of way line North 89 degrees 37' 31" West 197.09 feet; thence North 00 degrees 50' 00" East 140.87 feet to a point on the South right of way line of Arkansas State Highway 18; thence along said right of way line of Arkansas State Highway 18, South 89 degrees 29' 12" East 193.70 feet to the point of beginning, and subject to any easements and rights of way of record.

16. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store

Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 118), filed for record in the Office of the Circuit Clerk of Crittenden County, Arkansas, in Book 931, Page 668, on June 5, 1998, and secured upon that certain property located in Crittenden County, Arkansas, legally described as:

A lot located in the Southwest Quarter of the Southwest Quarter in Section 6, Township 6 North, Range 9 East, in the City of West Memphis, Crittenden County, Arkansas, and being more particularly described as follows: Commencing at the common West corner between Sections 6 and 7, Township 6 North, Range 9 East and running East along the South line of Section 6 for a distance of 40.00 feet to a point; thence North 00 degrees 00 minutes 00 seconds East 990.42 feet along the East right-of-way line of U.S. Highway 77 to the point of beginning; thence continue North 00 degrees 00 minutes 00 seconds East 174.94 feet along said right-of-way; thence leaving East right-of-way line of U.S. Highway 77 North 87 degrees 57 minutes 00 seconds East 180.39 feet to a point on the West right-of-way line of the Frisco railroad; thence South 11 degrees 10 minutes 00 seconds East 177.06 feet; thence leaving said right-of-way South 87 degrees 57 minutes 00 seconds West 214.71 feet to the point of beginning and subject to any and all easements and rights-of-way of record.

17. That certain Deed of Trust and Absolute Assignment of Leases and Rents and Fixture Filing from Griffin Express, L.L.C., as Trustor, to C. Thomas Cates, as Trustee, for the benefit of Convenience Store Finance Company, LLC, as Beneficiary, dated June 1, 1998 (Store No. 124), filed for record as HM 2879 in the Registrar's Office of Shelby County, Tennessee, and secured upon that certain property located in Shelby County, Tennessee, legally described as:

Part of the Belz investment property as recorded in Instrument Number AW-2468 (Parcel 10), in the Shelby County Register's Office, located in Memphis, Shelby County, Tennessee, and being more particularly described as follows:

Beginning at a point on the West right of way line of U.S. Highway 61 (South Third Street) and 108 feet wide, said point being 644.70 feet North of the North line of Peebles Avenue; thence North 85 degrees, 56 minutes, 02 seconds East, a distance of 149.70 feet (call 150.00 feet) to a found iron pin; thence North 04 degrees, 03 minutes, 58 seconds East, and parallel with West line of U.S. Hwy 61, a distance of 150.00 feet to a point; thence South 85 degrees, 56 minutes, 02 seconds East, a distance of 149.70 feet to a point on the West right of way line of said U.S. Highway 61; thence along the said right of way line, South 04 degrees, 03 minutes, 58 seconds West, a distance of 150.00 feet to a point, said point being the Point of Beginning of said lot.

18. That certain Deed of Trust and Absolute Assignment of Leases and Rents and Fixture Filing from Griffin Express, L.L.C., as Trustor, to C. Thomas Cates, as Trustee, for the benefit of Convenience Store Finance Company, LLC, as Beneficiary, dated June 1, 1998 (Store No. 126), filed for record as HM 2883 in the Registrar's Office of Shelby County, Tennessee, and secured upon that certain property located in Shelby County, Tennessee, legally described as:

Being Lot 1 and part of Lot 2 of Welkeld Subdivision as recorded in Plat Book 49, Page 22 and Instrument Number H1-1032, in the Shelby County Register's Office, located in Memphis, Shelby County, Tennessee and being more particularly described as follows:

#### LEGAL DESCRIPTION FOR LOT 1

Beginning at a point on the East line of Perkins Road, said point being the Southwest corner of said Lot 1, also being 1350.30 feet North of North line of Cotton Wood; thence along the said East line of Perkins Road, North 12 degrees, 04 minutes, 16 seconds West, a distance of 149.99 feet to a point; thence South 88 degrees, 59 minutes, 00 seconds East, a distance of 156.91 feet to a point; thence South 00 degrees, 12 minutes, 44 seconds East a distance of 146.57 feet to a found iron pin; thence North 88 degrees, 46 minutes, 16 seconds West distance of 125.00 feet to a point, said point being the Point of Beginning.

#### LEGAL DESCRIPTION COMMON DRIVEWAY EASEMENT

Beginning at a point on the East line of Perkins Road, said point being the Northwest corner of Lot 1 of said Subdivision, also being 1500.29 feet North of North line of Cotton wood; thence along the said East line of Perkins Road, North 12 degrees, 04 minutes, 16 seconds West, a distance of 24.98 feet to a point; thence South 88 degrees, 59 minutes, 00 seconds East, a distance of 162.22 feet to a point; thence South 00 degrees, 12 minutes, 44 seconds East, a distance of 24.33 feet to a found iron pin; thence North 88 degrees, 59 minutes, 00 seconds West a distance of 156.91 ft. to a point, said point being the Point of Beginning.

19. That certain Leasehold Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 136), filed for record in the Office of the Circuit Clerk of Crittenden County, Arkansas, in Book 931, Pages 691-715, on June 5, 1998, and secured upon Mortgagor's leasehold interest in that certain property located in Crittenden County, Arkansas, legally described as:

A part of the Southeast Quarter of Section 23, Township 7 North, Range 8 East, of the Fifth Principal Meridian, Crittenden County, Arkansas, being more particularly described as follows: Commencing at the Northwest Corner of the Southeast Quarter of Section 23, Township 7 North, Range 8 East; thence South 392.00 feet along the West line of said Southeast Quarter to a point in the centerline of U.S. Highway No. 64; thence along said centerline North 70 degrees 15 minutes 00 seconds East 1023.00 feet; thence leaving said centerline South 15 degrees 23 minutes 00 seconds East 200.00 feet to a point of the South right-of-way line of U.S. Highway No. 64 and the West right-of-way line of Interstate No. 55 and U.S. Highway No. 61 and the point of beginning; thence along said right-of-way line South 15 degrees 23 minutes 00 seconds East 235.74 feet to a found iron pin (said point also being the North line of Brushy Bayou); thence along the North line of Brushy Bayou North 60 degrees

13 minutes 19 seconds West 376.06 feet to a point on the South right-of-way line of U.S. Highway No. 64; thence along said right-of-way North 81 degrees 16 minutes 05 seconds East 266.96 feet to the point of beginning and subject to any and all easements and right-of-ways of record.

20. That certain Leasehold Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 137), filed for record in the Office of the Recorder of Mississippi County, Arkansas, in Book T-13, Pages 279-303, on June 5, 1998, and secured upon that certain property located in Mississippi County, Arkansas, legally described as:

A part of the North Half of the Northeast Quarter of the Northwest Quarter of Section 33, Township 15 North, Range 11 East of the 5<sup>th</sup> Principal Meridian, Mississippi County, Arkansas, and more particularly described as follows: Commencing at the Northeast corner of the Northwest Quarter of said Section 33; thence North 89 degrees 59 minutes 40 seconds West 80.00 feet to a point on the West right of way of U.S. Highway 61; thence South 00 degrees 00 minutes 20 seconds West 95.70 feet to the intersection of the South right of way line of Interstate Highway 55 and the West right of way line of U.S. Highway 61 and the point of beginning; thence along said right of way line of U.S. Highway 61 South 00 degrees 00 minutes 20 seconds West 206.00 feet; thence leaving said right of way South 88 degrees 47 minutes 02 seconds West 200.69 feet; thence North 21 degrees 32 minutes 58 seconds West 145.24 feet to the intersection point on the Southern right of way line of Interstate Highway 55; thence along said right of way North 51 degrees 35 minutes 48 seconds East 29.54 feet; thence South 40 degrees 18 minutes 32 seconds East 20.34 feet; thence North 54 degrees 36 minutes 10 seconds East 179.86 feet; thence South 65 degrees 51 minutes 47 seconds East 77.90 feet along said right of way line of Interstate Highway 55 to the point of beginning and subject to all easements and rights of way of record.

21. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 139), filed for record in the Office of the Circuit Clerk and Recorder of White County, Arkansas, in Book 473, Pages 334-356, on June 5, 1998, and secured upon that certain property located in White County, Arkansas, legally described as:

Part of the Northeast  $\frac{1}{4}$  of the Southwest  $\frac{1}{4}$  of Section 17, Township 8 North, Range 5 West, White County, Arkansas, and being more particularly described as follows:

Lots 1, 2, 3, 4, and the East 20 feet of Lot 5 of Replat of Block 2 of Forbes Addition to the City of Bald Knob, Arkansas, described as follows:

Commencing at the Northwest corner of the Northeast  $\frac{1}{4}$  of the Southwest  $\frac{1}{4}$  of said Section 17; thence run South 89 degrees 16 minutes 00 seconds East 910.00 feet to the point of beginning; Thence continue South 89 degrees 16

minutes 00 seconds East 329.30 feet to a point on the West right of way line of U.S. Highway 167; thence run southwesterly along said right of way line being a curve to the right having a radius of 780.00 feet and an arc length of 256.21 feet; thence run Northwesterly along a curve to the left having a radius of 564.00 feet and an arc length of 350.69 feet; thence North 00 degrees 44 minutes 00 seconds East 141.29 feet to the point of beginning and containing 1.52 acres more or less, and subject to any and all easements and rights of way of record.

22. That certain Leasehold Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 140), filed for record in the Office of the Circuit Clerk and Ex-Officio Recorder of Cross County, Arkansas, in Book 376, Pages 140-164, on June 9, 1998, and secured Mortgagor's leasehold interest in upon that certain property located in Cross County, Arkansas, legally described as:

A part of the East Half of Section 9, Township 7 North, Range 3 East of the Fifth Principal Meridian, Cross County, Arkansas, lying East of State Highway 1 and more particularly described as follows:

Commencing at the Quarter Section corner between Sections 9 and 16, Township 7 North, Range Three 3 East; thence North 89 degrees 05 minutes 00 seconds East 217.40 feet to a point on the former West Right-of-Way line of State Highway 1; thence along said former East Right-of-Way line North 09 degrees 30 minutes 00 seconds East 1,450.90 feet; thence South 80 degrees 30 minutes 00 seconds East 101.39 feet to a point on the former East Right-of-Way line of State Highway 1; thence North 9 degrees 30 minutes 00 seconds East 819.20 feet along said former East right of way line of State Highway 1; thence North 88 degrees 04 minutes 00 seconds East 10.20 feet to a point on the East right of way line of said State Highway 1 as it now exists and the point of beginning; thence from the point of beginning North 09 degrees 30 minutes 00 seconds East 169.97 feet along said East right of way line of State Highway 1, as it now exists, to a point of intersection with the South Right-of-Way line of Falls Boulevard; thence North 88 degrees 04 minutes 13 seconds East 150.01 feet along said South Right-of-Way line of Falls Boulevard; thence South 09 degrees 30 minutes 60 seconds West 170.00 feet along a line parallel to said East Right-of-Way line of State Highway 1; thence South 88 degrees 04 minutes 00 seconds West 150.00 feet along a line parallel to said South Right-of-Way Line of Falls Boulevard to the point of beginning and subject to all easements and rights-of-way of record.

23. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 141) , filed for record in the Office of the Chancery and Circuit Clerk of Jackson County, Arkansas, in Book 295, Pages 455-477, on June 5, 1998, and secured upon that certain property located in Jackson County, Arkansas, legally described as:

Part of Lot 3 in the Northwest Quarter of Section 31, Township 12 North, Range 2 West, of the Fifth Principal Meridian, Jackson County, Arkansas, being more particularly described as follows:

Commencing at the Northwest Corner of said Section 31, Township 12 North, Range 2 West, thence East 13.00 feet; thence South 10.00 feet to the Intersection of U.S. Highway No. 67 and Arkansas Highway No. 18 right-of-ways, the point of beginning; thence North 88 degrees 35 minutes 18 seconds East along the South right-of-way of Arkansas Highway No. 18, 200.00 feet; thence South 00 degrees 06 minutes 39 seconds West 220.00 feet; thence 88 degrees 35 minutes 18 seconds West 200.00 feet to the East right-of-way line of U.S. Highway No. 67; thence North 00 degrees 06 minutes 39 seconds East along said East right-of-way 220.00 feet to the point of beginning, subject to any and all easements and/or right of way of record.

24. That certain Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 142) , filed for record in the Office of the Circuit Clerk of St. Francis County, Arkansas, in Book 602, Pages 265-287, on June 5, 1998, and secured upon that certain property located in St. Francis County, Arkansas, legally described as:

A parcel of property located in the Southwest Quarter of Section Sixteen (16), Township Five (5) North, Range Three (3) East, St. Francis County, Arkansas and described as follows: Commencing at the Northeast corner of the Southwest Quarter, Section 16, Township 5 North, Range 3 East; thence South 02 degrees 16 minutes 00 seconds East 753.55 feet to the Point of Beginning; thence South 02 degrees 16 minutes 00 seconds East 250.00 feet to a point on the right-of-way of Barrow Hill Road; thence South 76 degrees 41 minutes 44 seconds West 124.51 feet to a point on the East Right-of-Way line of Arkansas State Highway 1; thence along said right-of-way line North 31 degrees 05 minutes 47 seconds West to the Northwest corner of said property; thence 85 degrees 22 minutes 08 seconds East 267.10 feet to the point of beginning.

25. That certain Leasehold Deed of Trust and Absolute Assignment of Leases and Rents and Fixture Filing from Griffin Express, L.L.C., as Trustor, to Edward A. Wilmesherr, as Trustee, for the benefit of Convenience Store Finance Company, LLC, as Beneficiary, dated June 1, 1998 (Store No. 143), filed for record in the Office of the Chancery Clerk of DeSoto County, Mississippi, in Book 1005, Page 202, on June 5, 1998, and secured upon Trustor's leasehold interest in that certain property located in DeSoto County, Mississippi, legally described as:

Part of the Southeast Quarter of Section 18, Township 3 South, Range 7 West, DeSoto County, Mississippi, and more particularly described as follows, to-wit:

Beginning at the intersection of the south right of way line of Holly Springs Road (160 feet wide) with the west right of way line of McCracken Road (120 feet wide), said point being 1694.0 feet west of the east line of said quarter section; thence run South 27° 40' 36" East a distance of 104.40 feet along said west right

of way line of McCracken Road to a half inch steel bar at the northwest corner of the Hagan property; thence run South 0° 22' 50" West a distance of 160.0 feet along the west line of said Hagan property to a point; thence run North 88° 49' 12" West a distance of 225.0 feet along a fence to a 1 ½ inch pipe; thence run North 0° 34' 53" East a distance of 250.0 feet to a ¾ inch steel bar on said south right of way line of Holly Springs Road; thence run South 89° 17' 23" East a distance of 175.0 feet along said south right of way line to the point of beginning and containing 1.24 acres. Bearings are based on true north as determined by Solar observation.

26. That certain Deed of Trust and Absolute Assignment of Leases and Rents and Fixture Filing from Griffin Express, L.L.C., as Trustor, to Edward A. Wilmesherr, as Trustee, for the benefit of Convenience Store Finance Company, LLC, as Beneficiary, dated June 1, 1998 (Store No. 144), filed for record in the Office of the Chancery Clerk of DeSoto County, Mississippi, in Book 1005, Page 178, on June 5, 1998, and secured upon that certain property located in DeSoto County, Mississippi, legally described as:

0.8139, more or less, acre tract of land being known as the Road Runner-1 lot Subdivision (Plat Book 31, Page 14), being located in the Southwest Quarter of Section 26, Township 1 South, Range 8 West, Horn Lake, DeSoto County, Mississippi. Begin at a concrete monument (found) in the northerly line of Goodman (Miss. State Highway No. 302) said monument being 243.41 feet westwardly and 64.75 feet northwardly from a P.K. Nail (found) at the accepted southeast corner of the Southwest Quarter of Section 26, Township 1 South, Range 8 West and being the present centerline intersection of Goodman (Miss. Hwy No. 302) and U. S. Highway 51 and the true point of beginning for the herein described tract; thence South 89°41'0" West 60.10 feet with the northerly line of Goodman Road to an iron stake (found); thence North 01°40'0" East 158.36 feet to an iron stake (found); thence North 01°40'0" East 158.36 feet to an iron stake (found); thence North 45°40'30" East 100.0 feet to an iron stake (found); thence North 89°41'0" East 159.27 feet to an iron stake (found); in the westerly line of U.S. Highway 51; thence southwardly 60.02 feet (chord distance = 60.02 feet, chord bearing = South 02°16'41" West) along a curve to the left having an external radius of 17,248.74 feet with the westerly line of said highway to an iron stake (set); thence South 45°43'0" West 241.70 feet to the point of beginning containing 0.8139, more or less, acres of land being subject to all codes, subdivision covenants and restrictions and right of ways of record.

27. That certain Leasehold Mortgage and Absolute Assignment of Leases and Rents and Fixture Filing between Griffin Express, L.L.C., as Mortgagor, and Convenience Store Finance Company, LLC, as Mortgagee, dated June 1, 1998 (Store No. 145), filed for record in the Office of the Circuit Clerk of Craighead County, Arkansas, in Mortgage Book 722, Pages 459-483, on June 8, 1998, and secured upon Mortgagor's leasehold interest in that certain property located in Craighead County, Arkansas, legally described as:

A part of Lot "E" of Fred Haywood's Survey of the North Half of the Northeast

Quarter of Section 20, Township 14 North, Range 4 East, being the Parker Brothers Caraway Road One Addition to Jonesboro, Arkansas, as shown in Plat Cabinet "B" Page 69, and more particularly described as follows: Commencing at the Northeast corner of said Lot "E"; thence North 86 degrees 36 minutes 49 seconds West 56.00 feet to a found pipe on the South right-of-way line of Matthews Avenue and the point of beginning; thence with the meanderings of the West right-of-way line of Caraway Road as follows: thence South 56 degrees 42 minutes 14 seconds East 29.50 feet to a found pipe; thence South 14 degrees 28 minutes 49 seconds East 29.63 feet to a found pipe; thence South 00 degrees 51 minutes 32 seconds West 117.75 feet; thence leaving said West right-of-way North 84 degrees 19 minutes 29 seconds West 174.99 feet to a found pipe; thence North 00 degrees 51 minutes 32 seconds East 159.91 feet to a found pipe on the South right-of-way line of Matthews Avenue; thence along said South right of way a curve to the left having a radius of 3,739.36 feet and a length of 142.19 feet to a found pipe and the point of beginning and subject to any and all easements and/or rights of way of record.

28. Loan and Security Agreement between Griffin Express, L. L.C., as Borrower, and Convenience Store Finance Company, LLC, as Secured Party, dated June 3, 1998

Prepared By  
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